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September 4, 2013

Ex Parte Filing

Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
12th Street Lobby, Room TW-A325
Washington, D.C. 20554

Re: *Composition of SMS/800, Inc.*, WC Docket No. 12-260
Toll Free Service Access Codes, CC Docket No. 95-155

Dear Ms. Dortch:

On August 30, 2013, Gina Perini of SMS/800, Inc., Ann Berkowitz of Verizon, and I participated in a telephone conference with Julie Veach, Chief of the Wireline Competition Bureau, Lisa Gelb, Ann Stevens, Pamela Arluk, Jodie May, Michelle Sclater, and Heather Hendrickson of the Commission to discuss certain issues related to the SMS/800 Inc.'s Petition To Change the Composition of SMS/800, Inc. (the "Petition"), filed in the above-captioned dockets on September 13, 2012.

During the call, we clarified the rationale for filing an application for transfer of control to effect the transfer of the SMS/800 Functions Tariff (the "Tariff") to SMS/800, Inc. (the "Company"), prior to the expansion of the membership of the Company. Currently, the Tariff's issuing carriers are the incumbent local exchange carrier affiliates of AT&T, CenturyLink, and Verizon (that is, the BOCs). The BOCs propose to transfer the Tariff to the Company, which is a separate corporate entity not controlled by any of the BOCs. Today the BOCs have responsibility for provision of service under the Tariff and would be liable for a hypothetical violation of the Tariff giving rise to liability; after the Tariff is transferred, the BOCs will no longer have such responsibility or potential liability. Thus there will be a genuine change in control over the Tariff.

By contrast, the expansion of the membership of the Company and the subsequent changes in the composition of the Company's Board, which would promptly follow the transfer of tariffing responsibility, would not require an application for transfer of control. Governance responsibility of the Company is currently shared among the three BOCs; no

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single entity exercises control or has the ability to cause the Company to take any action. An expansion of the membership of the Company to include broader industry representation will not lead to any change of control under 47 C.F.R. § 63.03. If in the future the governance structure of the Company were to be changed such that an entity did assume *de jure* or *de facto* control of the Company, a transfer of control application would be required. The membership and board structure that are proposed in the Petition, however, will ensure that no single entity has the ability to control the Company. Once the new membership is in place and the first expanded Board elected, the Company will be able to assume neutral administrator responsibilities from DSML.

Thank you for the opportunity to provide this clarification. This letter is being electronically filed for inclusion in the record of these proceedings. If you have any questions concerning this matter, please contact me at (202) 326-7921.

Sincerely,

A handwritten signature in blue ink, appearing to read "Aaron M. Panner".

Aaron M. Panner

cc: Julie Veach
Lisa Gelb
Ann Stevens
Jodie May
Pamela Arluk
Heather Hendrickson
Michelle Sclater